

# [SPORT-BLX]

## Frequently Asked Diligence Questions

### GENERAL QUESTIONS:

**1. What is Sport-BLX, Inc.?**

Founded by executives of Clinton Group in Q2 2018, Sport-BLX, Inc. is a Delaware corporation which seeks to revolutionize engagement in sports by tokenizing sport assets to allow for the purchase and trading of tokens by fans and investors all over the world.

**2. What is Clinton Group, Inc. and what is its involvement with Sport-BLX?**

Founded in 1991, Clinton Group, Inc. is a multi-strategy investment led by George E. Hall. Clinton Group's operations include hedge funds, managed accounts and private equity investments. Mr. Hall has spearheaded decades of research in applying cutting-edge technology to financial markets employing quantitative modeling, machine learning technologies and securitization strategies.

Clinton Group resources will be devoted to the creation and development of Sport-BLX, Inc. Currently, there is no pass-through or bill back of any direct expenses incurred by Clinton, including personnel, technology, financial and legal resources. When Sport-BLX raises its Series A financing in Q1 2019, the economic relationship between Sport-BLX and Clinton Group will be re-formulated. All of the proceeds raised through the currently contemplated Founders' Round (described below) will be used solely for technology development, associated legal expenses and marketing.

**3. What is Sport-BLX's business plan and what is the market need it seeks to address?**

Sport-BLX is creating a new economy in sports. For the first time, sport assets will be tokenized (divided into tradeable fungible units) to be purchased and traded by fans and investors all over the world. For racehorses, equity interests will be divided into tokens to match the value creation of an individual racehorse. For athletes, revenue-share interests (on-field at the onset) will be divided into tokens to match the revenue inflows for athletes.

**4. Why did Sport-BLX choose to employ blockchain technology for its protocol and ecosystem?**

Our mission is to create a blockchain platform that improves the dynamics of investing in unique assets, initially "sports assets," through lower minimums, lower fees and greater transparency. This will be accomplished through leveraging smart contracts based on Ethereum to support the investing and trading of these "sports assets" through designated apps that we have designed. The benefits of such a system versus other technology ecosystems include:

1. **Accuracy and Transparency.** Traditional databases are completely contained within one entity,

irrespective of their structure. This includes read and write access, which is only possible via applications controlled by the entity to which the database belongs. Shared databases, on the other hand, involve read and write access involving multiple entities. Private (at-first) blockchains provide higher levels of error checking and transaction validation than regular shared databases.

2. **Cost.** Our system drives down the cost of onboarding, verification, and market participation compared to other systems.
3. **Security and protection.** Shared databases may lead to malicious activity. Private blockchains solve this problem using cryptography and techniques employed by public blockchains to protect its users.
4. **Standard data repository.** The blockchain also provides an architecture for the horse racing industry to build a trackable and trusted database for all market participants. Similarly, in sports, such a database does not exist today.

5. **Where will the tokens be listed and traded?**

The tokens will be listed on our proprietary web-based app. We will also have trading modules in the app. Please see the website mock-up located in the Appendix pages of our [Sport-BLX] presentation deck.

**TECHNOLOGY QUESTIONS:**

6. **What are the basics of the token architecture?**

Each athlete and each horse will have its own discrete token. Our current conception is that an ID token based on ERC-721 concepts is suitable given the verification and authentication of an individual horse and an individual athlete's revenue share. Subsequently, an owner of a horse can create trade tokens based on ERC-20 to sell fractional interests. We would like to drive the cost of creating an ID token to a negligible amount, and eventually have this serve as a profit center for our Company through the creation of an ID token (for a fee to us) across the entire industry. Similarly, an athlete can create trade tokens based on the revenue share contract and offer them to the public.

There are a number of secondary marketing benefits of universal ID tokenization in horse racing including the potential to sponsor individual racing festivals or races for only horses that trade on our apps.

We are also looking at the appropriateness of basing the ID token on ERC-998, which is a top-down composable token, which has the ability to own other ERC-20 tokens.

7. **Why are you using Ethereum versus other platforms?**

At present, Ethereum is the farthest along and the most widely accepted of blockchain platforms for smart contracts. It has the most robust toolkits which have been tested by the public. Our strategy is to build our protocol and apps to be blockchain agnostic, such that if a better system presents itself, migration can be done easily.

**8. What will the functionality of the Minimum Viable Product (MVP) be?**

The MVP is anticipated to include a responsive front end (with mobile enablement to be determined during the initial phase of the assignment) for customer interaction in relation to ownership of fractions, and to achieve recording of ownership on a blockchain, with provision for the platform operator to hold keys on behalf of customers, and manually administer deposit, transfer and withdrawal of fractions, in addition to reporting and other administrative functionality. The MVP will also have trading functionality for resale. We will likely have an onshore and offshore version of the software so that trades can be executed from foreign buyers to foreign buyers and from U.S. buyers.

**BUSINESS QUESTIONS:****9. When will Sport-BLX launch?**

Under the development schedule, the first iteration of the MVP will be ready in January 2019. This [beta] will be scrutinized by a group of testers that report on capability gaps and stability. Between January 2019 and March 2019, we will continue to revise and iterate the product. We currently envision a soft launch of one or two token offerings to ensure stability and functionality in the March 2019 timeframe, with a broader global launch by April 2019.

**10. How does Sport-BLX make money?**

1. We will charge initial tokenization fees to horse owners and athletes seeking to create trade tokens
2. At the time of the initial listing to the public, we will charge fees for the sale of the initial trade tokens
3. For every subsequent trade of the tokens, we will charge transaction fees to both buyers and sellers

**11. Have you developed an earnings model at present?**

Given our background as financial investors, we tried to model the revenue and earnings of the business. The reality is that we do not have enough variables sorted out at this point to get at any semblance of accuracy. One methodology is to take a top down approach based on industry data for both sports and horse racing.

For horse racing, in the U.S. alone, there are approximately 20,000 foals produced per year. At auctions, there is over \$1 billion in total transaction value. The majority of horses are sold privately, so there is not any reliable information on the total industry size. Industry experts believe the horse racing syndicate market to be between \$150 and \$200 million annually. We could apply a penetration range to these industry numbers, but accuracy is unattainable at the current time. Also, it is worth emphasizing that our current conception of our revenue model is to charge fees for initial offerings and all trades. Estimating turnover in any given year is indeterminable at this stage.

For sports, the 100 highest paid global athletes alone earned \$3 billion “on-field” and an estimated \$800 million “off-field” last year. While we could apply a penetration range to the global market, estimating this with accuracy is difficult as well as estimating turnover.

By the end of the first stage of our development program in January 2019, we will have a detailed business plan. Our target EBITDA margin is north of 50%.

**12. Will Sport-BLX comply with SEC regulations and how will this affect the business?**

Given Clinton Group’s long standing position as an SEC registered investment advisor, we have taken a rigorous approach to SEC compliance. At present, our strategy relies on the following findings: that these tokens in our system are, in fact, securities and that we will access certain exemptions for registration and resale under SEC regulations.

**TRANSACTION QUESTIONS:**

**13. What is the current opportunity for outside investment?**

We recently launched a Founders Class financing round with the goal of bringing in strategic, value-added shareholders in the early stages of our company’s development. Our plan is to raise \$2 million in common equity at a pre-money valuation of \$9.5 million. The capital structure will be simple – no debt or preferred instruments and only common stock.

Under a previous iteration of a transaction, Mr. Hall contemplated contributing existing horse racing assets (two farms in KY and NJ and bloodstock) to the enterprise to allow for (i) some initial inventory and (ii) the ability to service the lifetime needs of a horse if requested by existing owners or token holders. While we strived to do this, a number of tax issues came up in the contribution mechanics which were objectionable to both entities.

**14. What is the exit for Founders Class investors?**

We believe the natural exit in the future is an IPO of the company or a sale to a financial entity – Blackrock, Goldman Sachs or other similar organizations. In the near-term, we expect to do a larger Series-A financing in Q2 2019. The valuations we are seeing in the marketplace would imply a pre-money valuation well north of \$50 million for the company. At that point, given the relative size of the capital raise versus the Founders Class Financing Round of \$2 million, we intend to either execute a redemption at a premium of the Founders Class or pay a special dividend. We would prioritize a return of capital to our Founders Class investors, and still allow these investors to remain equity holders.

**15. What does current ownership look like?**

Clinton Group and its executive founders currently own 100% of the entity and have done so since inception of the project in Q2 of 2018.